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-----Original Message-----

From: Gordon, David L. (ENRD)

Sent: Friday, April 03, 2009 3:26 PM

To: 'O'Grady, Dennis'

Cc: 'Wills, Celeste'; ceckardt@ispcorp.com; Goldstein, Daniel

Subject: G-I -- Revised Acknowledgement and Assumption of Liability Agreement

Dennis,

We appreciate your letter of April 2, 2009. We now have a clearer understanding of environmental liability at the Linden Sites from the time of Old GAF to the present day. Based on our preliminary analysis we have serious concerns regarding your position that successor liability rests narrowly in IES hands and we are considering withdrawing our support for this Agreement unless related entities step forward with IES to assume and/or acknowledge liability. As I had mentioned before, we had assumed that the ISP entities who have requested a covenant for Vermont would be assuming liability in Linden. Notwithstanding these concerns, I am recommending that we go forward with this deal provided your clients agree to the revised Agreement which is attached. Please be advised that I have not had the opportunity to coordinate with all agencies today, and management at DOJ and within the agencies must approve all settlements.

David

David L. Gordon

Trial Attorney

Environmental and Natural Resources Division

United States Department of Justice

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(See attached file: ENV_ENFORCEMENT-#1401234-v1-G-I_Assumption_of_Liability_Agreement_US_Redline.WPD)